

EXHIBIT C

EXHIBIT A**Purchase Terms Sheet*****Effective Date:** **06/27/2021**

Vendor Name:

Nature's Answer

(The name that will show on your invoices and which our Purchase Orders and checks will be made out to.)

DBA:

Nature's Answer

Brand Names:

Nature's Answer

*See Attached Price List**Include the Pre-paid Price list*

Growth Incentive Discount:

Growth in Purchases		Next Dollar Rebate
From:	Up to:	%
0%	5%	N/A
5%	10%	N/A
Over 10%		N/A

(Based on percent growth in Receipts over prior fiscal year)

Payment Terms (options):

☒

Net 60

☐

3% 10 net 60

☐

Net 90

(Calculated on the latter of receipt of product or receipt of invoice)

Minimum Assured Allowance:

3%

(Calculated as % of total Receipts for the fiscal year and reconciled semi-annually)

Market Development Funds:

0%

(Calculated as % of total net Receipts for the fiscal year)

Customer Returns, Damage & Expired:

1% with Quarterly True-Up if higher

(Monthly deductions based on actuals)

New Items Allowance:

Buy one unit, get one unit Free (per store location)

(100% coverage by vendor to introduce a new item)

Markdown Coverage:

100% coverage for products discontinued by vendor

(100% cost coverage by vendor for products at stores, DC and/or in transit)

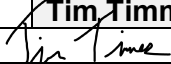
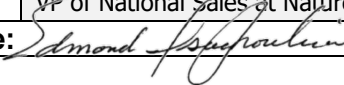
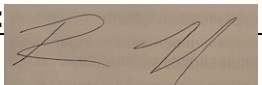
Sampling & Testers:

100% coverage for product cost

(Product provided at no charge or value is deducted)

*This Exhibit A governs any purchase orders issued on or after the Effective date and supersedes and replaces any prior Purchase Terms Sheet between the parties.

Additional Comments: **Monthly Promotions** – Nature's Answer agrees to participate in quarterly monthly promotions with 15% Scan contributions. **Everyday discount** - Suggested Wholesale price less 25% OFF. **New Item Allowance** - Buy one unit, get one unit Free (per store location). **CDRE** – VS will do 1% CRDE with quarterly true-up

Vitamin Shoppe Procurement Services, Inc.		Vendor Representative	
Sr. Category Manager:	Tim Timmes	Name:	Edmond Isaghoulia
Signature:		Title:	VP of National Sales at Nature's Answer
		Signature:	 06-30-2021
Printed Name:	Brian Hoke		
Title:	VP Merchandising		
Signature:			

July 6, 2021

Definitions:

Receipts: The invoiced value of products received into our inventory systems and the price listed on the purchase order and are not further reduced by any allowances, cash discounts or rebates.

Price List: List of all products with our discounted and pre-paid FOB Destination prices (e.g., including freight to our locations).

Growth Incentive Discount: The intent of this growth vehicle is to share in both the responsibility to grow the brand(s) and the benefits of that growth in year over year Receipts.

- Baseline Purchases are calculated as the prior year's Receipts.
 - If a vendor was introduced and had the first purchase earlier than July 1st of the prior year, the Baseline Purchases would be calculated as total Receipts from July 1st to December 31st of the prior year and then multiplied by 2.
 - If a vendor was introduced and had the first purchase after July 1st of the prior year, this incentive would not apply until the next fiscal year.
 - In years where we recognize a 53rd fiscal week, we will recognize weeks 1 – 52 as that year's Receipts for the next year's Baseline Purchases.
- There is no incremental incentive until the current year's Receipts exceed the Baseline Purchases.
 - In years where we recognize a 53rd fiscal week, the Growth Incentive Discount will apply to purchases from weeks 1 through 53.
- Each tier of growth has with it a corresponding discount that will apply only to the incremental receipts in that tier and not back to earlier receipts that year.
 - For example:
 - Let's say we purchased \$1,000 with you last year. Once we passed \$1,000 in receipts this year, and up to \$1,050 (0% - 5% growth), we would take an incremental 5% discount on all receipts between \$1,000 and \$1,050 which would be a \$2.50 discount on those receipts,
 - If we together continued to grow the brand, we would take a 10% discount on all receipts between \$1,050 and \$1,100 (5% to 10% growth) which would be a \$5.00 discount on those receipts,
 - If we then continued to grow the brand, we would take a 15% discount on all receipts beyond the \$1,100.
- Discounts will be posted and applied to your account.

Minimum Assured Allowance: The minimum annual funding to support sales driving activities for you brand.

- The Minimum Assured Allowance is calculated as a percentage of Receipts for the year.
- Support that drives sales, such as promotional scans, coupons, subscribe and save and loyalty benefits, count towards the Minimum Assured Allowance.
- At the end of June and December, the Minimum Assured Allowance will be calculated and compared to actual support for sales driving activities. If the actual support does not meet or exceed the Minimum Assured Allowance at that point, the difference will be posted and applied to your account.
 - Any difference that is deducted from the first half of the year will count as support for the annual reconciliation
- Example:
 - If Receipts are \$1,000 and the Minimum Assured Allowance percentage is 15%, then the Minimum Assured Allowance is \$150.
 - If the actual support is \$160, the Minimum Assured Allowance has been exceeded and no deduction will be made.
 - If the actual support is \$120, the Minimum Assured Allowance has not been met and \$30 will be deducted

Market Development Fund: The Market Development Fund is calculated as a specific percentage of Receipts and will be posted and applied to your account. We are not required to provide proof of specific expense coverage

Customer Returns, Damage and Expired: Actual Customer Returns, Damaged and Expired Product is calculated on average cost and will be posted and applied to your account.

New Item Allowance: Vendors would provide three units per SKU per store of free-fills for every new item introduced.

Markdown Coverage: Upon product discontinuations, VSI will require funding from vendor for necessary markdowns to sell inventory. Vendor is responsible to fund 100% of these markdowns for products at stores, DC and/or in transit. If a vendor does not have any discontinuations, there will not be any coverage necessary.

Sampling and Testers: Products used in-store for customer samples would be funded by vendors. This would be posted and applied to your account.